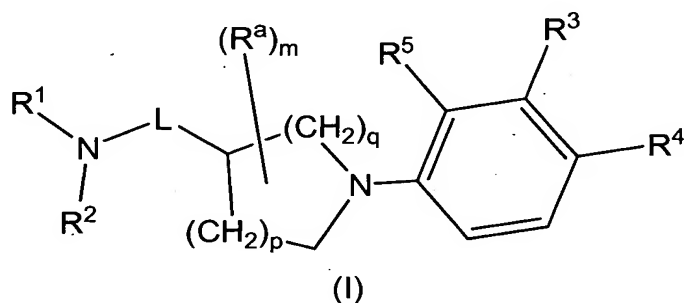


### Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

### Listing of Claims:

1. (currently amended) A composition comprising a compound of formula (I):



wherein

L is a direct bond, or an optionally C<sub>1-4</sub>alkyl substituted radical selected from the group consisting of C<sub>1-4</sub>alkylene or C<sub>3-4</sub>alkenylene wherein NR<sup>1</sup>R<sup>2</sup> is attached to an sp<sup>3</sup> hybridized carbon, C<sub>3-4</sub>alkynylene wherein NR<sup>1</sup>R<sup>2</sup> is attached to an sp<sup>3</sup> hybridized carbon, C<sub>2-4</sub>alkylidene wherein NR<sup>1</sup>R<sup>2</sup> is attached to an sp<sup>3</sup> hybridized carbon, aryloxy wherein NR<sup>1</sup>R<sup>2</sup> is not attached to the oxygen, arylthio wherein NR<sup>1</sup>R<sup>2</sup> is not attached to the sulfur, C<sub>2-4</sub>alkoxy wherein NR<sup>1</sup>R<sup>2</sup> is not attached to the oxygen or a carbon attached to the oxygen, C<sub>2-4</sub>alkylthio wherein NR<sup>1</sup>R<sup>2</sup> is not attached to the sulfur or a carbon attached to the sulfur, and -C<sub>2-3</sub>alkyl-X-C<sub>1-2</sub>alkyl- wherein X is O, S or NH and wherein NR<sup>1</sup>R<sup>2</sup> is not attached to a carbon attached to X;

p is 0, 1 or 2;

q is 1 or 2; provided that 2 ≤ p+q ≤ 4;

~~R<sup>1</sup> is a substituent independently selected from the group consisting of hydrogen, C<sub>1-6</sub>alkyl, C<sub>3-6</sub>alkenyl, C<sub>3-9</sub>carbocyclyl, 3-12 membered heterocyclyl, phenyl, (5-9 membered heterocyclyl)C<sub>1-6</sub>alkylene, and (phenyl)C<sub>1-6</sub>alkylene;~~

~~R<sup>2</sup> is a substituent independently selected from the group consisting of C<sub>1-6</sub>alkyl, C<sub>3-6</sub>alkenyl, C<sub>3-9</sub>membered carbocyclyl, 3-12~~

~~membered heterocyclyl, phenyl, (5-9 membered heterocyclyl)C<sub>4-6</sub> alkylene, and (phenyl)C<sub>4-6</sub> alkylene;~~

or R<sup>1</sup> and R<sup>2</sup> taken together with the nitrogen to which they are attached form piperidinyl or pyrrolidinyl ~~saturated 3-13 membered N-linked heterocyclyl, wherein, in addition to the N-linking nitrogen, the 3-13 membered heterocyclyl may optionally contain between 1 and 3 additional heteroatoms independently selected from O, S, and NH;~~

wherein R<sup>1</sup> and R<sup>2</sup> are optionally and independently substituted with 1-3 substituents selected from the group consisting of *tert*-butyloxycarbonyl, hydroxy, halo, nitro, amino, cyano, carboxamide, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> acyl, 5-9-membered heterocyclyl, -N(C<sub>1-6</sub> alkyl)(5-9 membered heterocyclyl), -NH(5-9 membered heterocyclyl), -O(5-9 membered heterocyclyl), (5-9 membered heterocyclyl)C<sub>1-3</sub> alkylene, C<sub>1-2</sub>-hydroxyalkylene, C<sub>1-6</sub> alkoxy, (C<sub>3-6</sub> cycloalkyl)-O-, phenyl, (phenyl)C<sub>1-3</sub> alkylene, and (phenyl)C<sub>1-3</sub> alkylene-O-; and wherein each of the preceding substituents of R<sup>1</sup> and R<sup>2</sup> may optionally have between 1 and 3 substituents independently selected from the group consisting of trifluoromethyl, halo, nitro, cyano, hydroxy, and C<sub>1-3</sub> alkyl;

one of R<sup>3</sup>, R<sup>4</sup> and R<sup>5</sup> is G and the other two independently are hydrogen, fluoro, chloro, bromo, nitro, trifluoromethyl, methyl, or C<sub>1-3</sub> alkoxy ;

G is L<sup>2</sup>Q;

L<sup>2</sup> is unbranched -(CH<sub>2</sub>)<sub>n</sub>- wherein n is an integer from 1 to 7;

Q is NR<sup>8</sup>R<sup>9</sup> ~~wherein R<sup>8</sup> is independently selected from hydrogen, C<sub>1-6</sub> alkyl, C<sub>3-6</sub> alkenyl, C<sub>3-9</sub> carbocyclyl, 3-12 membered heterocyclyl, phenyl, (5-9 membered heterocyclyl)C<sub>4-6</sub> alkylene, and (phenyl)C<sub>4-6</sub> alkylene; and R<sup>9</sup> is independently selected from C<sub>1-6</sub> alkyl, C<sub>3-6</sub> alkenyl, 3-9 membered carbocyclyl, 3-13 membered heterocyclyl, phenyl, (5-9 membered heterocyclyl)C<sub>4-6</sub> alkylene, and (phenyl)C<sub>4-6</sub> alkylene; or Q is a saturated 3-15 membered a~~  
N-linked heterocyclyl which is piperidinyl or pyrrolidinyl, wherein,

~~in addition to the N-linking nitrogen, the 3-15 membered heterocyclyl may optionally contain between 1 and 4 additional heteroatoms independently selected from O, S, and NH;~~

wherein Q is optionally substituted with 1-3 substituents selected (in addition to the preceding paragraph) from the group consisting of *tert*-butyloxycarbonyl, hydroxy, halo, nitro, amino, cyano, carboxamide, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> acyl, 5-9-membered heterocyclyl, -N(C<sub>1-6</sub> alkyl)(5-9 membered heterocyclyl), -NH(5-9 membered heterocyclyl), -O(5-9 membered heterocyclyl), (5-9 membered heterocyclyl)C<sub>1-3</sub> alkylene, C<sub>1-2</sub>-hydroxyalkylene, C<sub>1-6</sub> alkoxy, (C<sub>3-6</sub> cycloalkyl)-O-, phenyl, (phenyl)C<sub>1-3</sub> alkylene, and (phenyl)C<sub>1-3</sub> alkylene-O-; and where said substituent groups of Q may optionally have between 1 and 3 substituents independently selected from trifluoromethyl, halo, nitro, cyano, hydroxy, and C<sub>1-3</sub> alkyl;

R<sup>a</sup> are independently C<sub>1-3</sub> alkyl, trifluoromethyl;

m is 0, 1, 2 or 3; and

wherein each of the above alkyl, alkylene, alkenyl, heterocyclyl, cycloalkyl, carbocyclyl, and aryl groups may each be independently and optionally substituted with between 1 and 3 substituents independently selected from methoxy, halo, amino, nitro, hydroxy, and C<sub>1-3</sub> alkyl;

or a pharmaceutically acceptable salt, ester, tautomer, solvate or amide thereof.

2. (canceled)

3. (canceled)

4. (canceled)

5. (canceled)

6. (canceled)
7. (currently amended) A compound of claim 41, wherein  $NR^1R^2$  taken together ~~form a substituent selected from the group consisting of morpholinyl and piperidinyl, wherein said substituent is optionally substituted with between 1 and 3 substituents selected from hydroxy, halo, carboxamide,  $C_{1-6}$  alkyl,  $C_{1-6}$  acyl, 5-9 membered heterocyclyl, -N( $C_{1-6}$  alkyl)(5-9 membered heterocyclyl), -NH(5-9 membered heterocyclyl), -O(5-9 membered heterocyclyl), (5-9 membered heterocyclyl) $C_{1-3}$  alkylene,  $C_{1-2}$ -hydroxyalkylene,  $C_{1-6}$  alkoxy, ( $C_{3-6}$  cycloalkyl)-O-, phenyl, (phenyl) $C_{1-3}$  alkylene, and (phenyl) $C_{1-3}$  alkylene-O-~~ where each of above heterocyclyl, phenyl, and alkyl groups may be optionally substituted with from 1 to 3 substituents independently selected from trifluoromethyl, halo, nitro, cyano, hydroxy, and  $C_{1-3}$  alkyl.
8. (currently amended) A compound of claim 31, wherein  $NR^1R^2$  taken together the saturated N-linked nitrogen-containing heterocyclyl is substituted with a substituent selected from the group consisting of pyridyl, pyrimidyl, furyl, thiofuryl, imidazolyl, (imidazolyl) $C_{1-6}$  alkylene, oxazolyl, thiazolyl, 2,3-dihydro-indolyl, benzimidazolyl, 2-oxobenzimidazolyl, (tetrazolyl) $C_{1-6}$  alkylene, tetrazolyl, (triazolyl) $C_{1-6}$  alkylene, triazolyl, (pyrrolyl) $C_{1-6}$  alkylene, pyrrolidinyl, and pyrrolyl.
9. (canceled)
10. (canceled)
11. (canceled)
12. (canceled)
13. (canceled)

14. (original) A compound of claim 1, wherein one of  $R^3$  and  $R^4$  is G.
15. (currently amended) A compound of claim ~~4~~14, wherein  $R^4$  is G.
16. (original) A compound of claim 14, wherein  $R^3$  is G.
17. (original) A compound of claim 1, wherein q is 2 and p is 1.
18. (original) A compound of claim 1, wherein q is 1 and p is 1.
19. (original) A compound of claim 1, wherein q is 2 and p is 2.
20. (original) A compound of claim 1, wherein L is  $-CH_2-$ .
21. (original) A compound of claim 1, wherein L is a direct bond.
22. (original) A compound of claim 1, wherein L is  $-CH_2CH_2-$ .
23. (original) A compound of claim 1, wherein  $L^2$  is  $-CH_2-$ .
24. (canceled)
25. (canceled)
26. canceled)
27. (canceled)
28. (canceled)
29. (currently amended) A compound of claim ~~25~~1, wherein Q is ~~morpholinyl, pyridyl, or piperidinyl, and wherein Q is optionally~~ substituted with between 1 and 3 substituents selected from hydroxy,

halo, carboxamide, C<sub>1-6</sub> alkyl, C<sub>1-6</sub> acyl, 5-9 membered or 6-9 membered heterocyclyl, -N(C<sub>1-6</sub> alkyl)(5-9 membered or 6-9 membered heterocyclyl), -NH(5-9 membered or 6-9 membered heterocyclyl), -O(5-9 or 6-9 membered heterocyclyl), (5-9 membered or 6-9 membered heterocyclyl)C<sub>1-3</sub> alkylene, C<sub>1-2</sub>-hydroxyalkylene, C<sub>1-6</sub> alkoxy, (C<sub>3-6</sub> cycloalkyl)-O-, phenyl, (phenyl)C<sub>1-3</sub> alkylene, and (phenyl)C<sub>1-3</sub> alkylene-O- where each of above heterocyclyl, phenyl, and alkyl groups may be optionally substituted with from 1 to 3 substituents independently selected from trifluoromethyl, halo, nitro, cyano, hydroxy, and C<sub>1-3</sub> alkyl.

30. (original) A compound of claim 29, wherein Q is substituted with a substituent comprising a 5-9 membered heterocyclyl group selected from: pyridyl, pyrimidyl, furyl, thiofuryl, imidazolyl, (imidazolyl)C<sub>1-6</sub> alkylene, oxazolyl, thiazolyl, 2,3-dihydro-indolyl, benzimidazolyl, 2-oxobenzimidazolyl, (tetrazolyl)C<sub>1-6</sub> alkylene, tetrazolyl, (triazolyl)C<sub>1-6</sub> alkylene, triazolyl, (pyrrolyl)C<sub>1-6</sub> alkylene, pyrrolidinyl, and pyrrolyl.
31. (canceled)
32. (canceled)
33. (canceled)
34. (canceled)
35. (canceled)
36. (canceled)
37. (canceled)
38. (canceled)

39. (canceled)

40. (canceled)

41. (canceled)

42. (currently amended) A compound of claim 1, wherein:

~~R<sup>1</sup> and R<sup>2</sup> are independently selected from C<sub>2</sub>-alkyl, or taken together with the nitrogen to which they are attached, they form piperidinyl or pyrrolidinyl a non-aromatic 5-6 membered heterocyclyl optionally including an additional heteroatom independently selected from O, S, and NH;~~

one of R<sup>3</sup>, R<sup>4</sup>, and R<sup>5</sup> is G and the two remaining are H;

G is L<sup>2</sup>Q;

L<sup>2</sup> is methylene;

~~Q is NR<sup>8</sup>R<sup>9</sup> wherein R<sup>8</sup> is independently selected from hydrogen, C<sub>1-2</sub> alkyl, C<sub>3</sub>-alkenyl, C<sub>5-9</sub> carbocyclyl, 3-12 membered heterocyclyl, phenyl, (5-9 membered heterocyclyl)C<sub>1-6</sub> alkylene, and (phenyl)C<sub>1-6</sub> alkylene; and R<sup>9</sup> is independently selected from C<sub>1-2</sub> alkyl, C<sub>3</sub>-alkenyl, C<sub>5-9</sub> carbocyclyl, 3-12 membered heterocyclyl, phenyl, (6-9 membered heterocyclyl)C<sub>1-6</sub> alkylene, and (phenyl)C<sub>1-6</sub> alkylene; or Q is a saturated 3-15 membered a N-linked heterocyclyl which is piperidinyl or pyrrolidinyl, wherein, in addition to the N-linking nitrogen, the 3-15 membered heterocyclyl may optionally contain between 1 and 4 additional heteroatoms selected from O, S, and NH;~~

wherein each of the above alkyl, alkylene, alkenyl, alkenylene, heterocyclyl, and carbocyclyl groups may each be independently and optionally substituted with between 1 and 3 substituents selected from methoxy, halo, amino, nitro, hydroxyl, and C<sub>1-3</sub> alkyl;

wherein substituents of Q can be further selected from *tert*-butyloxycarbonyl, hydroxy, halo, nitro, amino, cyano,

carboxamide, 5-9-membered heterocyclyl, -NH(6-membered heterocyclyl), -O(6-membered heterocyclyl), C<sub>2</sub>-hydroxyalkylene, phenyl, benzyl and, where each of above heterocyclyl, phenyl, and alkyl substituent groups of Q may be optionally substituted with trifluoromethyl;

or a pharmaceutically acceptable salt, ester, tautomer, solvate or amide thereof.

43. (canceled)

44. (currently amended) A compound of claim 1, wherein (a) ~~NR<sup>1</sup>R<sup>2</sup> taken together form piperidinyl or pyrrolidinyl,~~ (b) ~~n is 1,~~ (c) ~~p is 1 and q is 2,~~ and (d) ~~Q is selected from morpholinyl and piperidinyl.~~

45. (currently amended) A compound of claim 1, wherein (a) ~~NR<sup>1</sup>R<sup>2</sup> taken together form piperidinyl or pyrrolidinyl,~~ (b) ~~n is 1,~~ (c) ~~p is 1-2 and q is 2,~~ and (d) ~~Q is selected from morpholinyl and piperidinyl.~~

46. (currently amended) A compound of claim 44, wherein Q is piperidinyl or substituted piperidinyl.

47. (canceled)

48. (original) A compound of claim 1 wherein R<sup>a</sup> is hydrogen.

49. (currently amended) A compound of claim 1 selected from the group consisting of

~~4-{2-(4-Piperidin-1-ylmethyl-piperidin-1-yl)-benzyl}-morpholine;~~

~~Cyclohexyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;~~

~~1-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-azacyclotridecane;~~

~~Diethyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;~~



~~Dimethyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;~~  
~~1-Methyl-4-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-~~  
~~piperazine;~~  
~~1-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperidin-4-ol;~~  
~~4-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-~~  
~~thiomorpholine;~~  
~~1-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperidine;~~  
~~4-{1-(4-Pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-morpholine;~~  
~~4-{3-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-thiomorpholine;~~  
~~4-{3-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-morpholine;~~  
~~4-Pyrrolidin-1-ylmethyl-1-(3-pyrrolidin-1-ylmethyl-phenyl)-piperidine;~~  
~~1-{3-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-piperidine;~~  
~~1-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-azacyclotridecane;~~  
~~Cyclohexyl-{4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-amine;~~  
~~1-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-piperidin-4-ol;~~  
~~1-Methyl-4-{4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-piperazine;~~  
~~4-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-thiomorpholine;~~  
~~4-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-morpholine;~~  
~~Dimethyl-{4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-amine;~~  
~~4-{2-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-morpholine;~~  
~~4-{1-(4-Piperidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-morpholine;~~  
~~1-{4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-piperidine;~~  
~~Cyclohexyl-{1-(4-morpholin-4-ylmethyl-phenyl)-piperidin-4-yl}-amine;~~  
~~Cyclohexyl-methyl-{1-(4-morpholin-4-ylmethyl-phenyl)-piperidin-4-yl}-~~  
~~amine;~~  
~~4-{4-{4-(4-Methyl-piperazin-1-yl)-piperidin-1-yl}-benzyl}-morpholine;~~  
~~Ethyl-methyl-{1-(4-morpholin-4-ylmethyl-phenyl)-piperidin-4-yl}-amine;~~  
~~4-{1-(4-Morpholin-4-ylmethyl-phenyl)-piperidin-4-yl}-morpholine;~~  
~~4-{4-(4-Pyrrolidin-1-yl-piperidin-1-yl)-benzyl}-morpholine;~~  
~~1'-(4-Morpholin-4-ylmethyl-phenyl)-{1,4'}bipiperidinyl;~~  
~~1'-(4-Piperidin-1-ylmethyl-phenyl)-{1,4'}bipiperidinyl;~~  
~~{4-{1,4'}Bipiperidinyl-1'-yl-benzyl}-pyridin-2-yl-amine;~~  
~~Phenyl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-amine;~~

~~Pyridin-2-yl-{1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-~~  
~~amine;~~  
 1-{1-(4-Piperidin-1-ylmethyl-phenyl)-piperidin-4-ylmethyl}-piperidine;  
 4-Pyrrolidin-1-ylmethyl-1-(4-pyrrolidin-1-ylmethyl-phenyl)-piperidine;  
~~(4-Fluoro-phenyl)-{4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl}-~~  
~~amine;~~  
 4-{2-{1-(4-Piperidin-1-ylmethyl-phenyl)-pyrrolidin-3-yl}-ethyl}-morpholine;  
 Diethyl-{2-{1-(4-piperidin-1-ylmethyl-phenyl)-pyrrolidin-3-yl}-ethyl}-amine;  
~~Methyl-phenethyl-{2-{1-(4-piperidin-1-ylmethyl-phenyl)-pyrrolidin-3-yl}-~~  
~~ethyl}-amine;~~  
 1-[4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-3-trifluoromethyl-benzyl]-  
 piperidine;  
 1-(2-Nitro-4-pyrrolidin-1-ylmethyl-phenyl)-4-pyrrolidin-1-ylmethyl-  
 piperidine;  
 4-[3-Nitro-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-morpholine;  
 1-[3-Nitro-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-piperidin-4-ol;  
 1-[4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-2-trifluoromethyl-benzyl]-  
 piperidine;  
 1-Isopropyl-4-[3-methyl-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-  
 piperazine;  
 1-(2-Methyl-4-pyrrolidin-1-ylmethyl-phenyl)-4-pyrrolidin-1-ylmethyl-  
 pyrrolidine;  
 1-[3-Methyl-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-pyrrolidine;  
 1-{1-[4-(4-Pyrrolidin-1-yl-piperidin-1-ylmethyl)-2-trifluoromethyl-phenyl]-  
 piperidin-4-ylmethyl}-pyrrolidine;  
 1-(1-{3-Trifluoromethyl-4-[4-(4-trifluoromethyl-phenyl)-piperidin-1-  
 ylmethyl]-phenyl}-piperidin-4-ylmethyl)-pyrrolidine;  
 1-{1-[2-Fluoro-4-(4-phenyl-piperidin-1-ylmethyl)-phenyl]-piperidin-4-  
 ylmethyl}-pyrrolidine;  
~~[3-Fluoro-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-dimethyl-~~  
~~amine;~~  
 1-[3-Fluoro-4-(4-pyrrolidin-1-ylmethyl-piperidin-1-yl)-benzyl]-piperidine;  
and

~~13-[4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-2-trifluoromethyl-benzyl]-  
1,4,7,10-tetraoxa-13-aza-cyclopentadecane  
ditrifluoromethanesulfonate; and  
{1-[4-(4-Pyrrolidin-1-ylmethyl-piperidin-1-yl)-3-trifluoromethyl-benzyl]-  
piperidin-4-yl}-methanol.~~

- 50. (canceled)
- 51. (canceled)
- 52. (canceled)
- 53. (canceled)
- 54. (original) A pharmaceutical composition, comprising a compound of claim 1 and a pharmaceutically-acceptable excipient.
- 55. (canceled)
- 56. (canceled)
- 57. (canceled)
- 58. (canceled)
- 59. (canceled)
- 60. (canceled)
- 61. (canceled)
- 62. (canceled)

63. (original) A method for treating one or more disorders or conditions selected from the group consisting of sleep/wake disorders, narcolepsy, and arousal/vigilance disorders, comprising administering to a subject a therapeutically effective amount of a compound of claim 1.
64. (original) A method for treating attention deficit hyperactivity disorders (ADHD), comprising administering to a subject a therapeutically effective amount of a compound of claim 1.
65. (canceled)
66. (original) A method for treating or preventing upper airway allergic response, nasal congestion, or allergic rhinitis, comprising administering to a subject a therapeutically effective amount of a compound of claim 1.
67. (canceled)
68. (canceled)